

**DLA PIPER RUDNICK
GRAY CARY**

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August 22, 2006

Via Overnight Delivery

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423

RECORDATION NO. 15050-F FILED

AUG 23 '06

3-24 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 1301(a) are one original executed and two photostatic copies of the Full Release and Termination ("Termination") dated as of August 18, 2006, from The Bank of New York ("Secured Party"), a secondary document as defined in the Commissioner's Rules for the Recordation of Documents. The Termination relates to (i) that certain Conditional Sale Agreement, dated as of August 1, 1986 (the "Conditional Sale Agreement") between General Motors Corporation (Electro-Motive Division) (the "Builder") and United States Trust Company of New York, as trustee, which Conditional Sale Agreement was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 9, 1986 and assigned recordation number 15050, (ii) that certain Agreement and Assignment, dated as of August 1, 1986 (the "Assignment Agreement") between Mercantile-Safe Deposit and Trust Company (as predecessor in interest to the Secured Party) and the Builder, which Assignment Agreement was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 9, 1986 and assigned recordation number 15050-A, and (iii) that certain Assignment of Lease and Agreement, dated as of August 1, 1986 (the "Lease Assignment") between United States Trust Company of New York, as trustee, and Mercantile-Safe Deposit and Trust Company (as predecessor in interest to the Secured Party), which Lease Assignment was duly recorded and filed, pursuant to 49 U.S.C. Section 11301, with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 9, 1986 and assigned recordation number 15050-C.



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The name and address of the party to the enclosed Termination is:

Secured Party: The Bank of New York
 101 Barclay Street, 8 West
 New York, NY 10286

A description of the railroad equipment covered by the enclosed Termination is all of the equipment described in the Conditional Sale Agreement, the Assignment Agreement and the Lease Assignment.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Termination and the stamped photostatic copy of this letter to David Singer at DLA Piper Rudnick Gray Cary US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Full Release and Termination dated as of August 18, 2006, by The Bank of New York, as Secured Party.

Documents to Which the Secondary Document Relates

Conditional Sale Agreement, dated as of August 1, 1986 between General Motors Corporation (Electro-Motive Division) and United States Trust Company of New York, as trustee, recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 9, 1986 and assigned recordation number 15050;

Agreement and Assignment, dated as of August 1, 1986 between Mercantile-Safe Deposit and Trust Company (as predecessor in interest to The Bank of New York) and General Motors Corporation (Electro-Motive Division), recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 9, 1986 and assigned recordation number 15050-A; and

Assignment of Lease and Agreement, dated as of August 1, 1986 between United States Trust Company of New York, as trustee, and Mercantile-Safe Deposit and Trust Company (as predecessor in interest to The Bank of New

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Mr. Vernon A. Williams

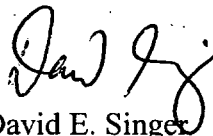
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York), recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 9, 1986 and assigned recordation number 15050-C.

Sincerely,

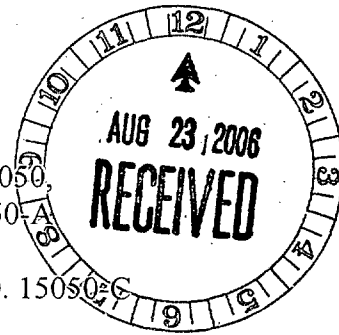
DLA PIPER RUDNICK GRAY CARY US LLP



David E. Singer

Enclosures

FULL RELEASE AND TERMINATION
OF
CONDITIONAL SALE AGREEMENT UNDER RECORDATION NO. 15050,
AGREEMENT AND ASSIGNMENT UNDER RECORDATION NO. 15050-A
AND
ASSIGNMENT OF LEASE AND AGREEMENT UNDER RECORDATION NO. 15050-C



THIS FULL RELEASE AND TERMINATION is made as of this 18th day of August, 2006, by THE BANK OF NEW YORK ("BNY"), as the successor in interest to MERCANTILE-SAFE DEPOSIT BANK AND TRUST COMPANY.

WHEREAS, General Motors Corporation (Electro-Motive Division) (the "Builder") and United States Trust Company of New York, as trustee, entered into that certain Conditional Sale Agreement dated as of August 1, 1986, recorded on September 9, 1986 with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) under Recordation No. 15050;

WHEREAS, Mercantile-Safe Deposit and Trust Company (as predecessor in interest to BNY), and the Builder entered into that certain Agreement and Assignment dated as of August 1, 1986, recorded on September 9, 1986 with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) under Recordation No. 15050-A;

WHEREAS, United States Trust Company of New York, as trustee, and Mercantile-Safe Deposit and Trust Company (as predecessor in interest to BNY) entered into that certain Assignment of Lease and Agreement dated as of August 1, 1986, recorded on September 9, 1986 with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) under Recordation No. 15050-C;

WHEREAS, the indebtedness relating to the aforesaid Conditional Sale Agreement has been paid off; and

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WHEREAS, Citicorp USA, Inc., as successor owner of the railroad equipment covered by the aforesaid Conditional Sale Agreement, has requested that BNY execute this Full Release and Termination.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, BNY hereby terminates, releases and discharges the aforesaid Conditional Sale Agreement, Agreement and Assignment and Assignment of Lease and Agreement and all of its interest in and to all railroad equipment covered by the aforesaid documents.

IN WITNESS WHEREOF, the party hereto has executed this Full Release and Termination as of the day, month and year first hereinabove written.

THE BANK OF NEW YORK

By: 

Name:

GIOVANNI BARRIS

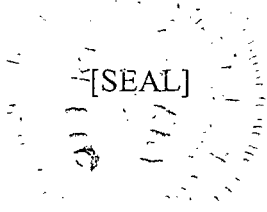
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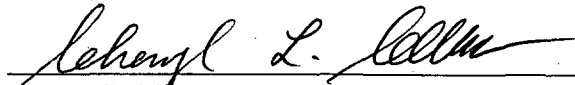
VICE PRESIDENT

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK

On this _____ day of August 2006, before me personally appeared **GEOVANNI BARRIS**, to
me personally known, who by me duly sworn, says that he/she is the **VICE PRESIDENT** of The Bank
of New York ("Bank"), that the foregoing instrument was signed on behalf of Bank by authority
of its Board of Directors, and he/she acknowledged that the execution of the foregoing
instrument was the free act and deed of Bank.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.




Notary Public

My Commission Expires: _____

Cheryl L. Clarke
Notary Public, State of New York
No. 01CL5057121
Qualified in New York County
Certificate Filed in New York County
Commission Expires May 11, 2006

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